

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A  
(Rule 14a-101)**

**INFORMATION REQUIRED IN  
PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**MIMEDX GROUP, INC.**

(Name of registrant as specified in its charter)

Payment of the filing fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:





Vote the **BLUE** proxy card today!

The board of directors (the "**Board**") of MiMedx Group, Inc. ("**MiMedx**" or the "**Company**") unanimously recommends that you vote the **BLUE** proxy card:

- **FOR** the election of each of the Company's highly qualified Board nominees: M. Kathleen Behrens Wilsey, K. Todd Newton and Timothy R. Wright;
- **AGAINST** the shareholder proposal to amend the Company's bylaws to require the Board to hold a meeting on August 19, 2019 for the election of Class III directors, if properly presented (the "**Class III Director Election Bylaw Proposal**"); and
- **AGAINST** the shareholder proposal to repeal any amendments to the Company's bylaws adopted by the Board subsequent to October 3, 2018 and prior to August 19, 2019, if properly presented (the "**Bylaw Repeal Proposal**").

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

**Innisfree M&A Incorporated**  
877-800-5195 (toll free)

MiMedx will hold its 2018 annual meeting of shareholders (the "**Annual Meeting**") on Monday, June 17, 2019, at 9:00 a.m. local time, at the Marietta Conference Center (Hilton Atlanta/Marietta) at 500 Powder Springs St., Marietta, GA 30064.

The Board has fixed the close of business on May 9, 2019 as the record date for shareholders who will be entitled to vote at the Annual Meeting.

The Board and the current senior management team have been working tirelessly to address the fallout from the actions of the prior senior management team and get the Company back on track. We believe that we have made substantial progress on these fronts, and now it is time to begin the Board transition and refreshment process. We are pleased to have worked collaboratively with Prescience Point Capital Management LLC (together with its affiliates, "**Prescience Point**") to identify new director candidates whom we believe will bring exceptional expertise to MiMedx. Now that the Audit Committee has conducted its independent investigation, we have engaged a new independent auditor and we have a plan to refresh the Board in place, we believe the Company is in a position to focus on its future and enhance its business, for the benefit of all stakeholders.

The Board unanimously recommends that shareholders vote the **BLUE** proxy card **FOR** the Company's experienced and highly qualified director nominees.

Your vote is extremely important.

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# Board Refreshment

## MiMedx Nominees

On May 30, 2019, MiMedx announced that the Board adopted a comprehensive plan to refresh the composition of the Board. The plan was developed by the Board in cooperation with one of our largest shareholders, Prescience Point, and follows the Audit Committee's independent investigation into serious wrongdoing engaged in by Parker H. "Pete" Petit and certain members of his former management team and the engagement of the Company's new independent auditor.

Under the plan, six new directors, including MiMedx's new CEO, Timothy R. Wright, would be added to the Board, and no current Class II or Class III directors would remain on the Board after the Company's 2019 annual meeting of shareholders. The refreshment plan includes the appointment or election of three of Prescience Point's nominees, including M. Kathleen Behrens Wilsey, Ph.D. as the new Chairwoman of the Board, as well as K. Todd Newton, who is, if elected at the 2018 annual meeting, expected to become the Chairman of the Audit Committee after the Company's 2019 annual meeting of shareholders.

## Our Nominees

### Up for Election at 2018 Annual Meeting

About M. Kathleen Behrens Wilsey, Ph.D. [+](#)

About K. Todd Newton [+](#)

About Timothy R. Wright [+](#)

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## Up for Election at 2018 Annual Meeting

About M. Kathleen Behrens Wilsey, Ph.D.

M. Kathleen Behrens Wilsey, Ph.D., age 66, has worked as an independent life sciences consultant and investor since December 2009. Dr. Behrens Wilsey served as the Co-Founder, President and Chief Executive Officer and as a director of the KEW Group Inc., a private oncology services company, from January 2012 until June 2014. Earlier in her career, Dr. Behrens Wilsey served as a general partner for selected venture funds for RS Investments, a mutual fund firm, from 1996 until December 2009. While Dr. Behrens Wilsey worked at RS Investments, from 1996 to 2002, she served as a managing director at the firm, and, from 2003 to December 2009, she served as a consultant to the firm. During that time, Dr. Behrens Wilsey also served as a member of the President's Council of Advisors on Science and Technology (PCAST), from 2001 to 2009 and as chairwoman of PCAST's Subcommittee on Personalized Medicine, as well as the President, director and chairwoman of the National Venture Capital Association, an organization that advocates for public policy that supports the American Entrepreneurial ecosystem, from 1993 until 2000. Prior to that, she served as a general partner and managing director for Robertson Stephens & Co., an investment company, from 1983 through 1996. Dr. Behrens Wilsey has served as a member of the board of directors of each of Sarepta Therapeutics, Inc. (Nasdaq: SRPT), a medical research and drug development company, since March 2009 (Chairwoman of the Board since April 2015) and IGM Biosciences, Inc., a privately held biotechnology company, since January 2019. She served as a director of Amylin Pharmaceuticals, Inc. (formerly Nasdaq: AMLN), a biopharmaceutical company, from 2009 until the company's sale in 2012 to Bristol-Myers Squibb Co. Prior to that, she served on the board of directors of Abgenix, Inc. (formerly Nasdaq: ABGX), a biopharmaceutical company, from 2001 until the company was sold to Amgen, Inc. in 2006. From 1997 to 2005, Dr. Behrens was a director of the Board on Science, Technology and Economic Policy for the National Research Council. Dr. Behrens Wilsey was also a Co-Founder of the Coalition for 21st Century Medicine, a trade association for new generation diagnostics companies. Dr. Behrens Wilsey holds a B.S. in Biology and a Ph.D. in Microbiology from the University of California, Davis. Dr. Behrens Wilsey was nominated as a director because of her substantial experience in the financial services and biotechnology sectors, as well as in healthcare policy.

About K. Todd Newton

About Timothy R. Wright

## Up for Election at 2018 Annual Meeting

About M. Kathleen Behrens Wilsey, Ph.D.

About K. Todd Newton

K. Todd Newton, age 56, has served as Chief Executive Officer and as a member of the board of directors of Apollo Endosurgery, Inc. (Nasdaq: APEN), a medical device company, since July 2014. Earlier in his career, Mr. Newton served as Executive Vice President, Chief Financial Officer and Chief Operating Officer at ArthroCare Corporation (formerly Nasdaq: AGTC), a medical device company, from 2009 to June 2014. Prior to that, Mr. Newton served in a number of executive officer roles, including President and Chief Executive Officer and as a director, at Synenco Energy, Inc., a Canadian oil sands company, from 2004 until 2008. Mr. Newton was a Partner at Deloitte & Touche LLP, a professional services network and accounting organization, from 1994 to 2004. Mr. Newton holds a B.B.A. in accounting from The University of Texas at San Antonio. Mr. Newton was nominated as a director because of his significant experience in the medical device sector as well as strong executive leadership experience.

About Timothy R. Wright


Your vote is extremely important.

Vote the BLUE proxy card today!

## Up for Election at 2018 Annual Meeting

About M. Kathleen Behrens Wilsey, Ph.D. 

About K. Todd Newton 

About Timothy R. Wright 

Timothy R. Wright, age 61, joined the Company as its Chief Executive Officer on May 13, 2019. Mr. Wright has more than 30 years of experience in the pharmaceutical, biotech and medical devices industries. Most recently, Mr. Wright served as a Partner at Signal Hill Advisors, LLC, a consulting practice, since February 2011. Mr. Wright served as President and Chief Executive Officer of M2Gen Corp., a privately held cancer and health informatics company, between July 2017 and September 2018. Prior to M2Gen Corp., Mr. Wright served as Executive Vice President, Mergers and Acquisitions, Strategy and Innovation for Teva Pharmaceutical Industries Ltd. ("Teva"), a pharmaceutical company specializing in generic medicines, from April 2015 until August 2017. Before Teva, Mr. Wright was the founding partner of The Ohio State University Comprehensive Cancer Drug Development Institute. Mr. Wright also served as Chairman, Interim Chief Executive Officer and a director of Curaxis Pharmaceutical Corporation ("Curaxis"), a pharmaceutical company specializing in the development of drugs for the treatment of Alzheimer's disease and various cancers, from July 2011 to July 2012. Curaxis had been experiencing financial difficulties prior to Mr. Wright's tenure and, as a result, the company filed for Chapter 11 bankruptcy in July 2012. Before that, he was President of the Imaging Solutions and Pharmaceutical Products Sector of Covidien where he drove strong year-over-year revenue growth, gross margin expansion and double-digit returns on invested capital, resolved significant manufacturing compliance deficiencies across more than a dozen global sites and rebuilt the R&D organization. Prior to that, Mr. Wright was Interim CEO, President and a director of AAI Pharma, where he helped navigate the company's sale to Xanodyne Pharmaceuticals Inc., a private company. Earlier in his career, Mr. Wright held numerous sales, strategy, management and executive positions with increasing global responsibility. While with Elan Bio-Pharmaceuticals, Mr. Wright last served as President, Global Operations. Mr. Wright started his pharmaceutical career at American Critical Care, a division of American Hospital Supply Corporation that was purchased by E.J. DuPont to form DuPont Pharmaceuticals. Following the joint venture between DuPont Pharma and Merck & Company, Mr. Wright was named Head of Marketing for DuPont Merck, and progressed to several executive roles outside the United States. Mr. Wright has been a director of Agenus, Inc. (Nasdaq: AGEN), an immune oncology company, since 2006 and its lead director since 2009. Mr. Wright also serves as Chairperson of The Ohio State University Comprehensive Cancer Center Drug Development Institute, serves as director of The Ohio State Innovation Foundation and sits on The Ohio State University College of Pharmacy Dean's Corporate Council. Over his career, Mr. Wright has served on boards of directors in North America, Europe and Asia. Mr. Wright earned a Bachelor's of Science in Marketing from The Ohio State University. Mr. Wright was nominated as a director to bring the perspective of the Chief Executive Officer on the Board and also for the benefit of his many years of experience in the healthcare and pharmaceutical industry.





## Audit Committee Investigation Findings

### We Believe Mr. Petit Should Not Be Allowed Back in the Boardroom.

Over the course of approximately 15 months, the Audit Committee of the MiMedx Board conducted an independent investigation into matters relating to, among other things, allegations regarding certain sales and distribution practices at the Company. **The investigation determined that Mr. Petit engaged in serious wrongdoing:**

- Mr. Petit **was aware** of the Company's course of dealing with its largest distributor, that this course of dealing was inconsistent with the explicit terms of the contract, and that, by at least early 2016, knew that this course of dealing impacted the way in which the Company was recognizing revenue from this distributor, which was a key fact in the determination that the Company's revenue recognition was improper under GAAP.
- Mr. Petit **made material misstatements and omissions** to key stakeholders, such as the Board, the Company's external auditors and the Securities and Exchange Commission. At one point, Mr. Petit **falsely testified under oath** during a deposition when discussing the Company's largest distributor.
- Mr. Petit engaged in a **pattern of taking action against employees** who raised concerns about the Company's practices. Mr. Petit directed an internal investigation dubbed "Project Snow White" that sought to uncover wrongdoing committed by such employees, rather than assess the merits of their allegations. As part of this investigation, a secret video surveillance system was installed to record interviews and employee discussions without their knowledge or consent. All this was done in an effort to discredit whistleblowers or find some wrongdoing to justify re-assignment, discipline or even termination.
- Mr. Petit set an inappropriate "tone at the top" at MiMedx and **emphasized short-term business goals over compliance and ethics, purposely took action to disregard revenue recognition rules** under GAAP and **manipulate the timing and recognition of revenue**, acted against employees who raised concerns about the Company's practices and marginalized the Company's legal and accounting departments and advisors.

These findings are the result of a thorough investigation process. In connection with the independent investigation, King & Spalding LLP and KPMG LLP reviewed over **1.5 million documents**, including, but not limited to, emails, text exchanges and other electronic and hard-copy records. In addition, they reviewed significant amounts of data housed in the Company's accounting, customer relationship management, inventory and other systems. They also reviewed over **2,750 hours of video** derived from a secret video surveillance system installed at the direction of Mr. Petit, as well as telephonic recordings captured without the consent of all conversation participants. King & Spalding and KPMG interviewed over **85 witnesses**, many of them multiple times. The Audit Committee held **84 meetings** during the course of the investigation.

Your vote is extremely important.

Vote the **BLUE** proxy card today!

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

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1.877.800.5195 (toll free)

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# Company Strategy

We are focused on executing our long-range strategic plan to enhance value for all MiMedx shareholders. MiMedx's priorities include sharpening its focus on the advanced wound care segment, developing and expanding its portfolio pipeline, and driving continued operational excellence to support future growth and sustained productivity. MiMedx's plan includes:



Focusing on effective and efficient execution in core advanced wound care business, maximizing clinical adoption and health economics value.



Enhancing business development efforts, driving growth throughout the Company's existing product portfolio pipeline and strategic adjacencies to create a long-term competitive advantage.



Enabling operational and organizational excellence to support future growth and sustained productivity.

We are confident in the Company's potential as a leader in advanced wound care and therapeutic biologics. We believe MiMedx is on the right path to unlocking substantial shareholder value and securing a thriving future.

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## Proxy Materials and How to Vote

### Shareholders of Record

Shareholders of record may vote their shares or submit a proxy to have their shares voted by one of the following methods:



**By Internet**

Log on through the Internet at [proxyvotenow.com/mtdg](http://proxyvotenow.com/mtdg) and follow the instructions on that site.



**By Telephone**

Call 1-866-888-4075 and follow the simple voice prompts.



**By Mail**

Complete, sign, date and return the **BLUE** proxy card in the postage-paid envelope.



**In Person**

You may attend the Annual Meeting and vote in person by completing a ballot. Attending the Annual Meeting without completing a ballot will not count as a vote. If you choose to vote in person, you must bring proof of identification to the Annual Meeting.

If you return your **BLUE** proxy card by mail, please ensure you leave enough time for your **BLUE** proxy card to be mailed and received. You are encouraged to sign, date and return the **BLUE** proxy card in the postage-paid envelope provided (or vote by internet or by telephone) regardless of whether you plan to attend the Annual Meeting.

### Beneficial Owners

If you are the beneficial owner of your shares (that is, you hold your shares in "street name" through an intermediary such as a bank, broker or other nominee), you will receive instructions from your bank, broker or other nominee as to how to vote your shares or submit a proxy to have your shares voted.

Your bank, broker or other nominee may not be able to vote your shares on any matters at the annual meeting unless you provide them instructions on how to vote your shares. You should instruct your bank, broker or other nominee how to vote your shares by following the directions provided by your bank, broker or other nominee. Alternatively, you may obtain a "legal proxy" from your bank, broker or other nominee and bring it with you to hand in with a ballot in order to be able to vote your shares at the annual meeting. If you choose to vote at the annual meeting, you must bring proof of identification and a signed "legal proxy" from the shareholder of record (your bank, broker or other nominee) giving you the right to vote the shares.

Please follow the instructions provided by your bank, broker or other nominee. If you return your **BLUE** voting instruction form by mail, please ensure you leave enough time for your **BLUE** voting instruction form to be received by the deadline provided by your bank, broker or other nominee.

**The Board unanimously recommends that you vote the BLUE proxy card:**

- **FOR** the election of each of the Company's highly qualified Board Nominees: M. Kathleen Behrens Wiley, K. Todd Newton and Timothy B. Wright;
- **AGAINST** the Class III Director Election Bylaw Proposal; and
- **AGAINST** the Bylaw Repeal Proposal.

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### Shareholder Materials

MAY 5, 2015  
MiMedx Files Definitive Proxy Materials and Mails Letter to Shareholders

[DOWNLOAD PRESS RELEASE](#)

MAY 20, 2015  
[DOWNLOAD MIMEDX DEFINITIVE PROXY STATEMENT](#)

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## Important Information

### Additional Information and Where to Find It

MiMedx Group, Inc. (the "Company") has filed with the Securities and Exchange Commission (the "SEC") and is mailing to shareholders a definitive proxy statement (the "Proxy Statement") and associated **BLUE** proxy card in connection with the solicitation of proxies for the Company's 2018 annual meeting of shareholders (the "Annual Meeting"). The Proxy Statement is publicly available and is being disseminated commencing on June 3, 2019. Details concerning the nominees of the Company's board of directors for election at the Annual Meeting are included in the Proxy Statement. **BEFORE MAKING ANY VOTING DECISION, SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO, BECAUSE THEY CONTAIN IMPORTANT INFORMATION.** Investors and shareholders can obtain a copy of the definitive proxy statement and other documents filed by the Company free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). The Company's shareholders can also obtain, without charge, a copy of the definitive proxy statement and other relevant filed documents from the "SEC Filings" section of the Company's website at [www.mimedx.com](http://www.mimedx.com).

### Forward-Looking Statements

This publication includes forward-looking statements, including statements regarding the Company's plan to refresh the Board, the effects of such refreshment on the Company and expectations with respect to Board leadership. Forward-looking statements may be identified by words such as "believe," "expect," "may," "plan," "potential," "will," "would" and similar expressions and are based on current beliefs and expectations. Forward-looking statements are subject to risks and uncertainties, and the Company cautions investors against placing undue reliance on such statements.

Actual results may differ materially from those set forth in the forward-looking statements as a result of various factors, including the results of any election at the Annual Meeting or the Company's 2019 annual meeting of shareholders (the "2019 Annual Meeting"). There is no assurance that the Board's nominees will be elected at the Annual Meeting or the 2019 Annual Meeting. Any forward-looking statements speak only as of the date of publication, and except as required by law, the Company assumes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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